

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM514749

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Athyrium Opportunities II Acquisition LP, as Administrative Agent		03/15/2019	Limited Partnership: DELAWARE

RECEIVING PARTY DATA

Name:	Apollo Endosurgery US, Inc. (f/k/a Apollo Endosurgery, Inc.)
Street Address:	1120 S. Capital of Texas Hwy
Internal Address:	Suite 300
City:	Austin
State/Country:	TEXAS
Postal Code:	78746
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	4343771	DEFINING THE FUTURE OF ENDOSCOPIC SURGER
Registration Number:	4195823	TAKING MEASURES
Registration Number:	4191870	TAKING MEASURES
Registration Number:	4143481	DEFINING THE FUTURE OF FLEXIBLE SURGERY
Registration Number:	4074447	SUMO
Registration Number:	4005525	APOLLO ENDOSURGERY
Registration Number:	3989971	
Registration Number:	3920115	APOLLO ENDOSURGERY
Registration Number:	3904728	OVERSTITCH
Registration Number:	3840815	LAP-BANDLINK
Registration Number:	3595577	LAP-BAND TOTAL CARE
Registration Number:	3546879	BIB
Serial Number:	86366009	HEALTHIER OUTCOMES ALL AROUND
Serial Number:	86366003	HEALTHIER OUTCOMES ALL AROUND
Serial Number:	86334901	YOU FIT HERE
Serial Number:	86334897	IT FITS
Serial Number:	86326585	LAP · BAND

OP \$740.00 4343771

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86326577	LAP · BAND
Serial Number:	86326573	LAP · BAND
Serial Number:	86326566	LAP · BAND
Serial Number:	86326557	LAP · BAND SYSTEM
Serial Number:	86326553	LAP · BAND SYSTEM
Serial Number:	86326551	LAP · BAND SOLUTION
Serial Number:	86326544	LAP · BAND SOLUTION
Serial Number:	86326538	LAP · BAND SOLUTION
Serial Number:	86326529	LAP · BAND SOLUTION
Serial Number:	86101755	REVOLUTIONIZING PATIENT CARE THROUGH THE
Serial Number:	86045487	FLEXSHEARS
Serial Number:	85492948	ORBERA

CORRESPONDENCE DATA

Fax Number: 7043311159

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 7043311000

Email: PTO_TMconfirmation@mvalaw.com,
maryelizabethzaldivar@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 100 North Tryon Street

Address Line 2: Suite 4700, ATTN: IP DEPARTMENT

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 036251.000018

NAME OF SUBMITTER: John Slaughter

SIGNATURE: /john slaughter/

DATE SIGNED: 03/18/2019

Total Attachments: 3

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source=(2019) TRSI-T (2) - Athyrium Opportunities II Acquisition LP to Apollo Endosurgery US, Inc#page2.tif

source=(2019) TRSI-T (2) - Athyrium Opportunities II Acquisition LP to Apollo Endosurgery US, Inc#page3.tif

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of March 15, 2019 (“Release”), is made by Athyrium Opportunities II Acquisition LP, a Delaware limited partnership, as Administrative Agent (“Administrative Agent”) in favor of Apollo Endosurgery US, Inc. (f/k/a Apollo Endosurgery, Inc.), a Delaware corporation (“Grantor”).

WHEREAS, pursuant to the Security Agreement dated as of February 27, 2015 (as amended, modified, restated, supplemented or extended from time to time, the “Security Agreement”) by and among the Grantor, Administrative Agent, and others party thereto, Grantor granted to the Administrative Agent, for the benefit of the Secured Parties, a continuing security interest in any and all right, title and interest of Grantor in and to all Trademarks, Trademark Licenses, and Proceeds of the foregoing (collectively, “Trademark Collateral”); and

WHEREAS, pursuant to the Security Agreement, Grantor executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Notice of Grant of Security Interest in Trademarks recorded at the United States Patent and Trademark Office (“USPTO”) on March 2, 2015 at Reel 5469 Frame 0398 (“Notice”).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent, on behalf of the Secured Parties, and Grantor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Notice.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the continuing security interest in Grantor’s right, title, and interest in and to all Trademark Collateral, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the Security Agreement or Notice; and

(b) authorizes the recordation of this Release with the USPTO at Grantor’s expense.

SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the State of New York.

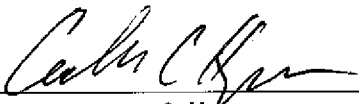
IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

ATHYRIUM OPPORTUNITIES II ACQUISITION LP,
a Delaware limited partnership

By: ATHYRIUM OPPORTUNITIES
ASSOCIATES II LP, its General Partner

By: ATHYRIUM GP HOLDINGS LLC,
the General Partner of Athyrium
Opportunities Associates II LP

By: 
Name: **Andrew C. Hyman**
Title: **Authorized Signatory**

Schedule A

**U.S. Trademarks Subject to Security Interest
Granted by Apollo Endosurgery, Inc.
In Favor of Athyrium Opportunities II Acquisition LP, as Administrative Agent
Recorded March 2, 2015 at Reel 5469 Frame 0398**

Trademark Registrations

Mark	Reg. No.	Reg. Date
DEFINING THE FUTURE OF ENDOSCOPIC SURGERY	4343771	05/28/13
TAKING MEASURES	4195823	08/21/12
TAKING MEASURES and Design	4191870	08/14/12
DEFINING THE FUTURE OF FLEXIBLE SURGERY	4143481	05/15/12
SUMO	4074447	12/20/11
APOLLO ENDOSURGERY and Design	4005525	08/02/11
Design Only	3989971	07/05/11
APOLLO ENDOSURGERY	3920115	02/15/11
OVERSTITCH	3904728	01/11/11
LAP-BANDLINK	3840815	08/31/10
LAP-BAND TOTAL CARE	3595577	03/24/09
BIB	3546879	12/16/08

Trademark Applications

Mark	Appl. No.	Filing Date
HEALTHIER OUTCOMES ALL AROUND	86366009	08/13/14
HEALTHIER OUTCOMES ALL AROUND	86366003	08/13/14
YOU FIT HERE	86334901	07/11/14
IT FITS	86334897	07/11/14
LAP · BAND (Stylized)	86326585	07/02/14
LAP · BAND (Stylized)	86326577	07/02/14
LAP · BAND (Stylized)	86326573	07/02/14
LAP · BAND (Stylized)	86326566	07/02/14
LAP · BAND SYSTEM (Stylized)	86326557	07/02/14
LAP · BAND SYSTEM (Stylized)	86326553	07/02/14
LAP · BAND SOLUTION (Stylized)	86326551	07/02/14
LAP · BAND SOLUTION (Stylized)	86326544	07/02/14
LAP · BAND SOLUTION (Stylized)	86326538	07/02/14
LAP · BAND SOLUTION (Stylized)	86326529	07/02/14
REVOLUTIONIZING PATIENT CARE THROUGH THE EVOLUTION OF FLEXIBLE SURGERY	86101755	10/25/13
FLEXSHEARS	86045487	08/22/13
ORBERA	85492948	12/12/11